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*Counsel for TerraForm Power, Inc. and  
TerraForm Global, Inc.*

**UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	Chapter 11
SUNEDISON, INC., <i>et al.</i> ,	)	Case No. 16-10992 (SMB)
Debtors.	)	(Joint Administration Pending)
	)	

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**NOTICE OF APPEARANCE, REQUEST FOR SERVICE OF PAPERS  
AND REQUEST TO BE ADDED TO MASTER SERVICE LIST**

**PLEASE TAKE NOTICE** that, pursuant to 11 U.S.C. § 1109(b), Sullivan & Cromwell LLP hereby appears in the above-captioned case as counsel to TerraForm Power, Inc. (“**TERP Inc.**”) and TerraForm Global, Inc. (“**Global Inc.**,” and together with TERP Inc., the “**Yieldcos**”), and, pursuant to Rules 2002, 9007 and 9010(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), hereby requests that copies of all notices and pleadings given or required to be given in this case, and all papers served or required to be served in this case, be delivered to and served upon the attorneys identified below at the following address, and further requests to be added to any master service list established in this case:

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**PLEASE TAKE FURTHER NOTICE** that the foregoing request includes not only notices and papers referred to in the Bankruptcy Rules specified above, but also includes, without limitation, all other notices, papers, reports, orders, agenda letters, applications, motions, petitions, pleadings, requests, complaints or demands, statements of affairs, operating reports, and schedules of assets and liabilities, whether formal or informal, whether written or oral, and whether transmitted or conveyed by United States, overnight or electronic mail, hand delivery, telephone, telex, facsimile or otherwise.

**PLEASE TAKE FURTHER NOTICE** that neither this Notice of Appearance nor any prior or later appearance, pleading, claim or suit shall be deemed to waive each Yieldco's: (i) right to have final orders in non-core matters entered only after *de novo* review by a United States District Court Judge, (ii) right to trial by jury in any proceeding so triable in any case, controversy, or proceeding related to the above-captioned case, (iii) right to have the reference withdrawn in any matter subject to mandatory or discretionary withdrawal, (iv) objection to the jurisdiction of the Bankruptcy Court for any purpose other than with respect to this notice, or (v) other rights, claims, actions, defense, setoffs, or recoupments to which such

Yieldco is or may be entitled, all of which rights, claims, actions, defense, setoffs, and recoupments each Yieldco expressly reserves.

Dated: New York, New York  
April 22, 2016

**SULLIVAN & CROMWELL LLP**

By: /s/ Michael H. Torkin  
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